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XINHUA NEWS MEDIA HOLDINGS LIMITED

新華通訊頻媒控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 309)

- (1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;**
- (3) NON-COMPLIANCE WITH THE REQUIREMENTS UNDER**
RULE 3.21 AND 3.25 OF THE LISTING RULES; AND
- (4) WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(g) AT THE AGM**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Xinhua News Media Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Yau Pak Yue (“**Mr. Yau**”) has resigned as an independent non-executive Director with effect from 24 September 2026. The resignation of Mr. Yau was due to his wish to devote more time to pursue his other business engagements and personal commitments.

Mr. Yau has confirmed that there is no disagreement (save for the outstanding director’s fee) between him and the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders.

The Board would like to express its sincere gratitude to Mr. Yau for his contribution to the Company during his tenure of office.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Yau, with effect from 24 September 2026, Mr. Yau has ceased to be the chairman of each of the audit committee of the Company (the “**Audit Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of the nomination committee of the Company.

NON-COMPLIANCE WITH THE REQUIREMENTS UNDER RULE 3.21 AND 3.25 OF THE LISTING RULES

Pursuant to Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only and the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The audit committee must be chaired by an independent non-executive director. Immediately following the resignation of Mr. Yau, the chairmanship of the Audit Committee has become vacant.

Pursuant to Rule 3.25 of the Listing Rules, every listed issuer must establish a remuneration committee chaired by an independent non-executive director. Immediately following the resignation of Mr. Yau, the chairmanship of the Remuneration Committee has become vacant, resulting in non-compliance with the requirement prescribed under Rule 3.25 of the Listing Rules.

To ensure compliance with Rule 3.21 and 3.25 of the Listing Rules, and noting the nomination of new candidates for independent non-executive directors by shareholders in the upcoming annual general meeting (“**AGM**”), the Company is in the process of identifying suitable candidate(s) to fill the vacancies. The Company will use its best endeavours to ensure that suitable candidates are appointed as soon as practicable and in any event within three months from 24 September 2026 in accordance with the Listing Rules.

Further announcement(s) will be made by the Company as and when appropriate.

WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(g) AT THE AGM

Reference is made to the circular (the “**AGM Circular**”) and notice of AGM of the Company dated 4 September 2026, the supplemental announcement to the AGM Circular and change of venue of AGM to be held on 28 September 2026 dated 14 September 2026, and the proxy form for use at the AGM (the “**AGM Proxy Form**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the AGM Circular.

As disclosed in the AGM Circular, Mr. Yau will retire from office upon the conclusion of the forthcoming AGM pursuant to the Articles of Association of the Company. Following Mr. Yau’s resignation, Mr. Yau has confirmed that he will not offer himself for re-election at the AGM as he wishes to devote more time to his other personal business endeavours and pursuits.

In light of the decision of not to offer himself for re-election, ordinary resolution no. 2(g) in respect of the re-election of Mr. Yau as an independent non-executive Director as set out in the AGM Notice and Proxy Form are no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM. Save as disclosed above, all other resolutions contained in the AGM Notice shall continue to be considered at the AGM, and the date, time and venue for holding the AGM shall remain unchanged as disclosed in the AGM Notice and supplemental announcement to the AGM Circular dated 14 September 2026.

Proxy Forms lodged by Shareholders will remain valid except that no poll will be taken and counted for ordinary resolution no. 2(g) at the AGM.

By order of the Board
Xinhua News Media Holdings Limited
Lin Shuang
Co-Chairman and President

Hong Kong, 24 September 2026

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Lo Kou Hong, Mr. Lin Shuang, Mr. Chan Frank Clifford Shui Ting Chu and Ms. Chen Yun; two non-executive Directors, namely, Ms. Wang Guan and Mr. Yuen Ka Tai, Wilson; and three independent non-executive Directors, namely, Mr. Wang Qi, Mr. Leung Nga Tat and Mr. Mui Kay Boon.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.